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December 7, 2011

By e-filing

Ms. Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

ENTERED
Office of Proceedings

DEC 7 - 2011

Part of
Public Record

Re: Docket No. AB-33 (Sub-No. 277X), *Union Pacific Railroad Company --
Abandonment Exemption -- in Lafourche Parish, LA*

Docket No. AB-318 (Sub-No. 7X), *Louisiana & Delta Railroad, Inc. --
Discontinuance of Service Exemption -- in Lafourche Parish, LA*

Dear Ms. Brown:

Please refer to the letter to you dated December 6, 2011 from Courtney Biery Estes, Esq., attorney for BNSF Railway Company (BNSF). BNSF there alleges that it has Board authority to provide rail service over the Lockport Branch. In view of that authority, BNSF seeks, as a condition to an exemption for abandonment of the Branch by Union Pacific Railroad Company (UP), that UP be precluded from consummating the abandonment, and from salvaging the rail line, until such time that BNSF's authority to provide rail service over the Branch is voluntarily discontinued.

On November 21, 2011, Valentine, LLC filed a formal expression of intent to file an Offer of Financial Assistance (OFA) to purchase the entire rail line for continued rail service.

On November 29, 2011, Valentine filed a request that the date for filing OFAs be extended to a date 10 days after UP furnishes to Valentine a formal appraisal of the value of the land in the railroad right-of-way to which UP has marketable title.

Investigation by Valentine indicates that BNSF has the operating authority alleged in Ms. Estes's letter.

The relief sought by BNSF would satisfy the interests of Valentine in this matter if Valentine would have the right to file an OFA for purchase of the rail line in the event that the Board were to approve or exempt discontinuance of BNSF's authority to provide service over the Branch. It appears to Valentine that it would have that right in view of the fact that UP would

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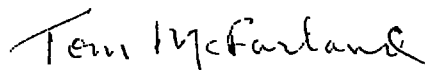
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not have consummated abandonment of the Branch, and that the track materials in the Branch would remain in place at that time. The Board is respectfully requested to confirm that if the relief sought by BNSF were to be granted, Valentine would have an opportunity to file an OFA to purchase the Branch for continued rail operation in the event that the Board were to approve or exempt discontinuance of BNSF's authority to provide service over the Branch. Valentine should not be required to go forward with filing an OFA at this time when the relief sought by BNSF would satisfy Valentine's interests subject to Valentine's right to file an OFA in the future, if required.

Respectfully submitted,



Thomas F. McFarland
Attorney for Valentine LLC

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